

AGT FOOD AND INGREDIENTS INC. CHIEF EXECUTIVE OFFICER POSITION DESCRIPTION

APPOINTMENT

The Chief Executive Officer (“CEO”) of AGT Foods and Ingredients Inc. (the “Corporation”) will be appointed, serve and be removed at the pleasure of the Board of Directors (the “Board”).

PRIMARY OBJECTIVES OF THE CEO

As the shareholders’ and Board’s primary link to the operating organization, the CEO is accountable for the performance of the Corporation and shall exercise the authority vested in the CEO by the Board. The CEO shall be responsible for the performance and integration of all aspects of the Corporation’s business within the boundaries of prudence and ethics established by the Board and to:

- (a) provide leadership, vision, agility and strategic direction for the Corporation consistent with its mission and goals;
- (b) provide direction for the planning and execution of core business activities of the Corporation including strategy, finance, operations, governance, accounting and general business;
- (c) provide direction for all operational functions of the Corporation with appropriate performance measurements and reporting systems to provide high quality information that contributes to the successful implementation of the Corporation’s annual business plan;
- (d) uphold the Corporation’s Code of Conduct and other important values and principles for the execution of its business operations; and
- (e) provide a leadership role in raising the profile and business reach of the Corporation in Canada and throughout the world.

PRIMARY RESPONSIBILITIES OF THE CEO

In addition to fulfilling his or her duties as an individual director, the responsibilities of the CEO are to:

- (a) provide the Corporation with executive leadership and operational management.
- (b) with respect to strategic leadership:

- (i) formulate the Corporation's long-term strategic plan in consultation with the Board;
develop and lead in the execution of the annual business plan;
 - (ii) present the Corporation's goals, objectives, strategic plan and annual business plan to the Board for their approval;
 - (iii) update the Board regarding the Corporation's progress in reaching the approved goals, objectives and deploying the approved strategic plan and business plan;
 - (iv) implement capital and operating plans to support the strategic plan and business plan;
 - (v) update the Board regarding operational and financial matters relevant to the Corporation;
 - (vi) advise the Board of the Corporation's resources, industry and regulatory constraints and opportunities;
 - (vii) identify the risks of the strategy and suggest systems to manage such risks; and
 - (viii) fully apprise the Board throughout the year with respect to any activities or developments that are material to the Corporation.
- (c) with respect to financial leadership:
- (i) drive the financial performance of the Corporation focusing on key measures including but not limited to net earnings and free cash flow growth;
 - (ii) lead initiatives focused on implementing an effective capital allocation strategy, including efforts to optimize the Corporation's leverage profile;
 - (iii) oversee the implementation of a robust enterprise risk management system
 - (iv) propose capital commitment and expenditure budgets for approval by the Board;
 - (v) develop operating forecasts for revenues, expenditures, operational results and financial performance;
 - (vi) authorize the commitment of funds and corporate resources to fulfilling contracts, transactions and arrangements in the ordinary course of business and as approved by the Board;
 - (vii) take reasonable steps to ensure that the Corporation's assets are safeguarded and optimized in the best interests of shareholders; and
 - (viii) authority parameters to be approved by the Board.
- (d) with respect to operational leadership:

- (i) formulate and recommend to the Board operational policies for development of the corporation consistent with the philosophy and long-term goals of the Corporation;
 - (ii) manage, effectively, the operations of the corporation including establishment of adequate plans, budgets, procedures and controls to ensure proper execution of the business activities;
 - (iii) develop and implement sustainability program that properly positions the Corporation to communicate and capture outcomes relevant to stakeholders;
 - (iv) provide the Board with full disclosure on all information and advice necessary to carry out its fiduciary duties, including progress reports on major projects and regular variance reporting relative to the strategic plan; and
 - (v) negotiate and manage material contractual arrangements with third parties.
- (e) with respect to administrative leadership:
- (vi) develop, set and monitor performance standards and a process to provide all senior employees with performance reviews, coaching and development feedback on an annual basis;
 - (vii) ensure that all employees (paid staff, consultants, contract workers) conduct themselves and the business of the Corporation in a fashion consistent with the corporate values and Code of Conduct and sanctions compliance policies with honesty and integrity; and
 - (viii) coach and develop leaders within the Corporation and establish, with the assistance of the Corporate Governance and Compensation Committee, a succession plan for executive management.
- (e) with respect to governance leadership take reasonable steps to:
- (i) ensure that the Corporation and the executive officers promote a corporate culture, including ethical practices, integrity and accountability;
 - (ii) establish effective control mechanisms for the Corporation's operations to ensure the integrity of the Corporation's internal control and management information systems; and
 - (iii) ensure that all operations and activities of the Corporation are conducted in compliance with applicable laws, regulations, exchange requirements, governance documents approved by the Board, policies, and sound business practices.

- (f) with respect to public leadership, act as the principal spokesperson for the Corporation and oversee interactions between the Corporation, the public, investors, regulators and the media;
- (g) with respect to relations with stakeholders:
 - (i) ensure that the Corporation maintains a positive, visible profile as a key player in the food, agriculture and pulse sector in the world and advancing the commercial interests of the Corporation;
 - (ii) maintain positive relations between the Corporation, its suppliers, producers, clients and major stakeholders by providing high quality customer service;
 - (iii) represent the Corporation nationally and internationally as needed establishing and maintaining effective linkages with national and international business, associations, governments and international development organizations; and
 - (iv) manage and be lead financial institution liaison with the Corporation's lenders and shareholders to ensure that the interests of the Corporation are being always protected.
- (h) coordinate with management and the Corporate Secretary to ensure that:
 - (i) documents are delivered to directors in sufficient time in advance of Board meetings for a thorough review; and
 - (ii) matters are properly presented for the Board's consideration at meetings.